

EXHIBIT “7”
Excerpts of Allegiant’s Schedule
14A Proxy Statement Filed on
May 17, 2018

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SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒ x
 Filed by a Party other than the Registrant ☐ o
 Check the appropriate box:
☐ o Confidential, for Use of the Commission only(as permitted by Rule 14a-6(e)(2))
☒ X Preliminary Proxy Statement
☐ o Definitive Proxy Statement
☐ o Definitive Additional Materials
☐ o Soliciting Material Pursuant to Rule 14a-12

ALLEGIAN T RAVEL COMPANY
 (Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

- ☒ x No fee required.
- ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ o Fee paid previously with preliminary materials.
- ☐ o Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

STOCK OWNERSHIP

Security Ownership of Management and Certain Beneficial Owners

The following table shows information known to us with respect to beneficial ownership of our common stock as of April 30, 2018, by (A) each director, (B) each of the executive officers named in the Summary Compensation Table beginning on page 27, (C) all executive officers and directors as a group and (D) each person known by us to be a beneficial owner of more than 5 percent of our outstanding common stock.

Each shareholder's percentage ownership in the following table is based on 16,150,537 shares of common stock outstanding as of April 30, 2018 and treating as outstanding all options held by that shareholder and exercisable within 60 days of April 30, 2018.

Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock held by them.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	
	<u>Number</u>	<u>Percentage</u>
5% Shareholders:		
Maurice J. Gallagher, Jr. (1)	3,189,261	19.7%
FMR, LLC (2)	1,926,142	11.9%
BlackRock, Inc. (3)	1,616,477	10.0%
The Vanguard Group (4)	1,166,305	7.2%
Renaissance Technologies, LLC (5)	813,200	5.0%
Named Executive Officers and Directors:		
Maurice J. Gallagher, Jr. (1)	3,189,261	19.7%
Montie Brewer (6)	12,000	*
Gary Ellmer (7)	2,000	*
Linda Marvin (8)	6,000	*
Charles Pollard (9)	6,000	*
John Redmond (10)	100,060	*
Scott Sheldon (11)	19,337	*
Scott Allard (12)	9,782	*
Gregory Anderson (13)	15,935	*
All executive officers and directors as a group (9 persons) (14)	3,360,375	20.8%

* Represents ownership of less than one percent.

- The address of Maurice J. Gallagher, Jr., is 1201 N. Town Center Drive, Las Vegas, Nevada 89144. These shares include 215,000 shares of common stock held by two entities controlled by Mr. Gallagher. The shares also include options to purchase 9,737 shares which are presently exercisable and 9,053 shares of restricted stock not yet vested. Of Mr. Gallagher's ownership, 1,330,000 shares are pledged under a line of credit agreement with a balance of less than 16 percent of the value of the pledged stock as of April 30, 2018.
- Information is based on a Schedule 13G/Amendment No. 3 filed with the Securities and Exchange Commission on February 13, 2018, by FMR, LLC. The Schedule 13G/Amendment No. 3 reports that as of December 30, 2017, FMR, LLC beneficially owns the indicated shares with sole voting power over 176,118 shares and sole dispositive power over 1,926,142 shares. The shares reported reflect the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies. Abigail P. Johnson and members of her family may be deemed to have a controlling group with respect to FMR LLC by virtue of their ownership of shares in FMR LLC and a voting agreement. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by the Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees. The address of this beneficial owner is 245 Summer Street, Boston, Massachusetts 02210.

Outstanding Equity Awards at Year End

The following table summarizes the number of shares underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2017:

Name	Shares underlying unexercised Options/SARs exercisable (#)	Shares underlying unexercised Options/SARs unexercisable (#)	Option/SAR exercise price (\$)	Option/SAR expiration date	Shares of stock not vested (#)	Market value of shares of stock not vested \$(1)
Maurice J. Gallagher, Jr.	12,645 (2)		85.24	3/8/2018		
	9,737 (2)		108.59	3/6/2019		
	4,060 (3)	2,029 (5)	181.47	2/25/2020		
					551 (6)	85,267
					2,571 (7)	397,862
					4,025 (8)	622,868
John Redmond	5,000 (3)	10,000 (4)	146.03	9/9/2021		
					4,025 (8)	622,869
					40,000 (9)	6,190,000
Scott Sheldon	4,060 (3)	2,029 (5)	181.47	2/25/2020		
					551 (6)	85,267
					2,571 (7)	397,862
					4,025 (8)	622,869
					7,500 (10)	1,160,625
Scott M. Allard (11)	2,868 (3)		85.24	3/8/2018		
	5,193 (2)		108.59	3/6/2019		
	4,060 (3)		181.47	2/25/2020		
Gregory C. Anderson	2,233 (3)	1,116 (5)	181.47	2/25/2020		
					303 (6)	46,889
					1,500 (7)	232,125
					2,300 (8)	355,925
					7,500 (10)	1,160,625

1. Based on our closing stock price of \$154.75 on December 31, 2017.
2. These options were vested as of December 31, 2017.
3. These SARs, which may only be settled in cash, were vested as of December 31, 2017.
4. These SARs, which may only be settled in cash, vest one-half on each of September 9, 2018 and 2019.
5. These SARs, which may only be settled in cash, vested on February 25, 2018.
6. This restricted stock vested on February 25, 2018.
7. Unvested restricted stock vesting one-half on each of February 17, 2018 and 2019.
8. Unvested restricted stock vesting one-third on each of February 21, 2018, 2019 and 2020.
9. Unvested restricted stock vesting semi-annually on each of March 9 and September 9, 2018 and 2019.
10. Unvested restricted stock vesting one-third on each of May 7, 2018, 2019 and 2020.
11. Mr. Allard's employment terminated in December 2017, at which time, all unvested equity grants were forfeited.